



emami limited

Corporate Identification Number: L63993WB1983PLC036030
Registered Office: Emami Tower, 687, Anandapur,
E M Bypass, Kolkata-700107, West Bengal.
Phone No. +91 33 66136264, tele fax: 91 33 6613 6600
website: www.emamiltd.in, e-mail: investors@emamigroup.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”), hereinafter (the “**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company, through postal ballot (the “**Postal Ballot**”) only by way of remote e-voting (“e-voting”) process. The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with Regulation 36 of Listing Regulations and SS-2 setting out the material facts concerning the resolutions are annexed hereto for your consideration.

The Board of Directors of the Company, at its meeting held on 6th November 2023, appointed Mr. Raj Kumar Banthia (ACS-17190), partner of M/s MKB & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes to this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than 5.00 p.m. IST on Saturday, 13th January, 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutiniser will submit his report to the Managing Director of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, 15th January, 2024 and communicated to BSE Limited (“BSE”), and National Stock Exchange of India Limited (“NSE”), Central Depository Services (India) Limited (“CDSL”), Maheshwari Datamatics Private Limited, Registrar and Share Transfer Agent and will be displayed on the Company's website www.emamiltd.in. The Company will also display the results of the Postal Ballot alongwith the scrutiniser report at its Registered Office.

RESOLUTION NO 1: To approve revision of remuneration by including payment of Commission to Shri Sushil Kumar Goenka, Whole time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the Members through Postal Ballot under section 110 of the Companies Act 2013 on 27th March, 2022 approving the appointment and terms of remuneration of Shri Sushil Kumar Goenka (DIN: 00149916), Whole time Director and pursuant to provisions of Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and upon the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, the consent of Members of the Company be and is hereby accorded to revise the remuneration of Shri Sushil Kumar Goenka, Whole time Director of the Company with effect from 1st April, 2023 by inclusion of payment of annual commission linked with performance of the Company upto 0.30% of net profits of the company for the respective financial year



calculated as per section 198 of the Companies Act, 2013 for remaining tenure of his current appointment and as per the supplemental agreement dated 8th November, 2023 entered into between the Company and Shri Sushil Kumar Goenka, Whole time Director, which agreement also be and is hereby approved.

RESOLVED FURTHER THAT the aggregate annual remuneration payable to all the executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.

RESOLUTION NO 2: To approve revision of remuneration by including payment of Commission to Smt Priti A Sureka, Whole time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the Members at the 37th Annual General Meeting of the company held on 18th September, 2020 approving the reappointment and terms of remuneration of Smt Priti A Sureka (DIN: 00319256), Whole time Director and pursuant to provisions of Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and upon the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, the consent of Members of the Company be and is hereby accorded to revise the remuneration of Smt Priti A Sureka, Whole time Director of the Company by inclusion of payment of annual commission linked with performance of the Company upto 0.30% of Profit Before Tax, derived on the basis of Audited Financial Statements of the Company in accordance with section 198 of the Companies Act, 2013 for the financial year 2023-24 and onwards till the rest of her tenure as whole time Director of the Company and the supplemental agreement dated 8th November, 2023 entered into between the Company and Smt Priti A Sureka, Whole time Director be and is hereby approved.

RESOLVED FURTHER THAT the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.

RESOLUTION NO 3: To approve revision of remuneration by including payment of Commission to Shri Prashant Goenka, Whole time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the Members through Postal Ballot under section 110 of the Companies Act 2013 on 25th June, 2022, approving the revised terms of remuneration of Shri Prashant Goenka (DIN:00703389), Whole time Director and pursuant to provisions of Sections 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the articles of association of the Company and upon the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, the consent of Members of the Company be and is hereby accorded to revise the remuneration of Shri Prashant Goenka, Whole time Director of the Company by inclusion of payment of annual commission linked with performance of the Company upto 0.30% of Profit Before Tax, derived on the basis of Audited Financial Statements of the Company in accordance with section 198 of the Companies Act, 2013 for the financial year 2023-24 and onwards till the rest of his tenure as whole time Director of the Company and the supplemental agreement dated 8th November, 2023 entered into between the Company and Shri Prashant Goenka, Whole time Director be and is hereby approved.



RESOLVED FURTHER THAT the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable in the said regard.

RESOLUTION NO 4: To Reappoint Shri Prashant Goenka (DIN: 00703389) as “Whole time Director” of the company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V thereof, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all applicable guidelines issued by the Central Government from time to time, the articles of association of the Company and upon the recommendation of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Shri Prashant Goenka (DIN: 00703389) as a Whole time Director of the Company for a further period of 5 (five) years with effect from 20th January, 2024 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice and agreement dated 8th November, 2023 entered into between the Company and Shri Prashant Goenka, Whole time Director, which agreement also be and is hereby approved.

RESOLVED FURTHER THAT the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company calculated as per Section 198 of the Companies Act, 2013 for the respective Financial Year.

RESOLVED FURTHER that in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said re-appointment and / or remuneration of Shri Prashant Goenka as it may deem fit and as may be acceptable to him, subject to the same not exceeding the limits hereby sanctioned and within the overall ceiling of managerial remuneration provided under the Companies Act, 2013 or any other statute or such other limits as may be approved by the members from time to time.

RESOLVED FURTHER THAT the Board of the Directors be and is hereby authorized to do all acts, deeds and things as it may in its absolute discretion deem necessary, as may be deemed proper and expedient to give effect to this aforesaid Resolution and to settle any question, difficulty or doubt that may arise in the said regard.”

Registered Office:
Emami Tower,
687, Anandapur, EM Bypass,
Kolkata – 700107, West Bengal

Date: December 06, 2023

By order of the Board
For Emami Limited

Sandeep Kumar Sultania
Company Secretary & VP-Sales Commercial
Membership No: ACS 13546

NOTES:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Act read with Regulation 36 of Listing Regulations and SS-2 stating all material facts and the reasons for the proposals set out in resolutions is annexed herewith and forms a part of the Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 8th December 2023 (“Cut-Off Date”) received from Depositories and whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at <http://www.emamilttd.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Maheshwari Datamatics Private Limited at <https://www.mdpl.in>. The Postal Ballot Notice shall also be available on the website of Central Depository Services (India) Limited (“CDSL”).



3. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Maheswari Datamatics Private Limited, 23, R N Mukherjee Road, 5th Floor, Kolkata – 700001.
4. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications and the Members (holding physical shares) may update their email address by intimating the RTA at mdpldc@yahoo.com or the company to investors@emamigroup.com.
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 8th December, 2023 will be considered for the purpose of e-voting.
6. The resolutions as mentioned in this Notice, if passed with requisite majority, shall be deemed to have been passed on Saturday, 13th January, 2024, being the last date specified for remote e-Voting.
7. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. The e-voting period commences at 9:00 a.m. (IST) on Friday, 15th December, 2023 and ends at 5:00 p.m. (IST) on Saturday, 13th January, 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. The Scrutinizer will submit his report to the Managing Director or any person authorised by him after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Managing Director or any person duly authorised by him, on or before Monday, 15th January, 2024 and will also be displayed on the website of the Company (www.emamilttd.in), besides being communicated to the Stock Exchanges and CDSL.
11. All the material documents referred to in the explanatory statement will be available for inspection between 11 am to 1 pm on all working days except Saturdays by the Members until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@emamigroup.com/mdpldc@yahoo.com mentioning their names, folio numbers, DP ID and Client ID.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

RESOLUTION NO. 1, 2 & 3:

The Remuneration Policy of the Company provides for payment of fixed and variable remuneration based upon the performance of the Company. The present remuneration structure contains payment of fixed and variable component in their remuneration based on the performance of the Company.

The remuneration structure of Shri Mohan Goenka, Vice Chairman & whole time Director and Shri H V Agarwal, Vice Chairman & Managing Director of the Company contains fixed as well as variable remuneration based on the performance of the Company.

Variable Component is included in the remuneration structure of employees to compensate them based on their performance and the amount of pay is variable and depends on the employee's and the organisation's performance. It is mainly offered for appreciation, as a performance leveller and morale booster.

In order to align the remuneration structure of Shri S. K. Goenka, Smt Priti A Sureka and Shri Prashant Goenka, Whole time Directors, with the company's remuneration policy, the Board of Directors, at its meeting held on 6th November, 2023, based on the recommendation of Nomination and Remuneration Committee has approved payment of variable component, i.e., payment of commission @ upto 0.30% of the Net Profit of the respective financial year, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, computed in accordance with section 198 of the Companies Act, 2013 in salary



structure of each of the 3 Wholtime Directors w.e.f. 1st April 2023 for the remaning period of their respective tenure. There is no change in other terms and conditions of their respective appointment.

Brief Profile of the whole time directors and summary of existing remuneration is as follows:

Shri Sushil Kr. Goenka, Whole-time Director of the Company, heads production, factory operation, procurement and packaging among others. His leadership skills have led his team at all units across the country to achieve excellence in quality management, which have been recognised by winning various awards and accolades.

Smt Priti A Sureka, Whole-Time Director of the Company, heads Haircare & Skincare, Research & Development and Market Innovation & Market insights Divisions of the company.

Shri Prashant Goenka, Whole-Time Director of the Company, heads International Business Division of the Company. His in-depth knowledge about overseas markets, coupled with his strategic vision, has helped Emami in establishing itself as a leading ayurvedic and natural personal care manufacturer in the international arena.

Additional information pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Summary of existing remuneration:

Particulars	Shri S K Goenka	Smt Priti A Sureka	Shri Prashant Goenka
Period of existing appointment	01-04-2022 to 31-03-2026	30-01-2020 to 29-01-2025	20-01-2019 to 19-01-2024
Monthly Basic salary / Range of Salary	Rs 14 Lacs (In the range Rs 12.50 lacs to Rs 17.50 lacs)	Rs 12 Lacs (In the range Rs 9 lacs to Rs 14 lacs)	Rs 12 Lacs (In the range Rs 9 lacs to Rs 14 lacs)
Annual Increment	Within the overall approved range of salary as recommended by the Nomination and Remuneration Committee and the Board		
Other Perks & Benefits: Leave Travel Allowance & Medical expenses: Maximum of one month's Salary; Car and club Fee: As per actual; Contribution towards PF, Gratuity and Superannuation fund, Leave & leave encashment: As per company's policy.			

Minimum Remuneration

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Shri Sushil kumar Goenka, Smt Priti A Sureka and Shri Prashant Goenka, Whole time Directors shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Ceiling of the remuneration:

Based on the recommendation of Nomination and Remuneration Committee and approval of the Board, the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company for the respective Financial Year calculated as per section 198 of the Companies Act, 2013.

Except Shri Sushil Kumar Goenka, Smt Priti A Sureka, Shri Prashant Goenka, the appointees and their relatives namely Shri R. S. Agarwal, Shri R.S. Goenka, Shri A. V. Agarwal, Shri H. V. Agarwal, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, in the Resolutions set out in the Notice.

Copy of the existing agreements including supplemental agreements entered to with Shri Sushil Kumar Goenka, Smt Priti A Sureka and Shri Prashant Goenka shall be open for inspection between 11 am to 1 pm on all working days except Saturdays by the Members on or before Friday, 12th January, 2024 as per the procedure mentioned in notes to this notice.

The Board recommends the Resolutions 1, 2 & 3 for approval by the members as an Ordinary Resolution.

RESOLUTION NO. 4:

At the 36th Annual General Meeting of the Company held on 8th August 2019, the Members had approved reappointment of Shri Prashant Goenka as Whole time Director for a further term of Five years commencing from 20th January 2019 to 19th January, 2024 alongwith his remuneration and other terms of reappointment as per agreement dated 14th January, 2019.

The Board of Directors, at its meeting held on 6th November, 2023, based on the recommendation of Nomination and Remuneration Committee has reappointed Shri Prashant Goenka (DIN:00703389) as Whole-time Director of the Company for a further period of 5 (Five) years with effect from January 20, 2024 subject to the approval of the members. The Audit Committee has approved the terms and conditions of his appointment as he being Key Managerial Personnel, is a related party as per section 2(76) of the Act.

Shri Prashant Goenka satisfies all conditions set out in subsection (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this reappointment. He is not disqualified in terms of Section 164 of the Act.



For the purpose, an agreement has been entered into by the Company with Shri Prashant Goenka (hereinafter referred to as "Whole time Director") on 8th November 2023. The main terms and conditions of reappointment of are given below:

A. Tenure of re-appointment: - 5 (Five) years with effect from 20th January, 2024 to 19th January, 2029.

B. Basic Salary: Basic Salary is Rs. 12.00 Lacs (Rupees Twelve lacs only) per month (in the range of Rs 12.00 Lacs to Rs 20.00 Lacs as approved by the Board of Directors). The annual increments which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

C. Commission: Not exceeding 0.30% of the Profit Before Tax of the company, as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013. The specific amount payable to the Whole time Director will be based on the performance of the Company and will be payable annually after the annual audited accounts have been approved by the Board.

D. Benefits, Perquisites & Allowances: Details of Benefits, Perquisites and Allowances are as follows:

- i. Leave travel allowance for self and family once in a year as per rules of the Company.
- ii. Medical expenses actually incurred by him and his family subject to maximum of one month salary.
- iii. Club Fees.
- iv. Provision for use of car with driver for official business, personal use of the car will be billed to him.
- v. Provision for telephone at residence (including payment of local calls and long distance calls, mobile phone, internet and any other communication facilities.)
- vi. Medical & personal accident insurance.
- vii. The Company will make suitable contribution towards Provident Fund, Superannuation Fund etc. as per Rules of the Company.
- viii. Gratuity will be payable as per Rules of the Company.
- ix. Leave as per Rules of the Company including encashment of unavailed leave at the end of the tenure.

Minimum Remuneration:

In the event of absence or inadequacy of profits, in any financial year, the remuneration by way of salary, perquisites, commission, etc. payable to Shri Prashant Goenka, Whole time Director shall not exceed the limits prescribed under the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof).

Ceiling of the remuneration:

Based on the recommendation of Nomination and Remuneration Committee and approval of the Board, the aggregate annual remuneration payable to executive directors who are promoters or members of the promoter group shall not exceed 5% of the Net Profits of the company for the respective Financial Year calculated as per section 198 of the Companies Act, 2013.

The Board recommends the resolution for your approval.

Except Shri Prashant Goenka, none of the other Directors or key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolution set out in the Notice.

Copy of the agreement dated 8th November, 2023 referred above shall be open for inspection between 11 am to 1 pm on all working days except Saturdays by the Members till Friday, 12th January, 2024 as per the procedure mentioned in notes to this notice.

Registered Office:
Emami Tower,
687, Anandapur, EM Bypass,
Kolkata 700107, West Bengal

By Order of the Board
For Emami Limited

Date: December 06, 2023

Sandeep Kumar Sultania
Company Secretary & VP-Sales Commercial
Membership No: ACS 13546



Annexure to the Notice

Additional information pursuant Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings 2 as issued by the Institute of Company Secretaries of India

Name	Shri Sushil Kumar Goenka	Smt Priti A Sureka	Shri Prashant Goenka
Present Appointment in the capacity of	Whole Time Director	Whole Time Director	Whole Time Director
DIN	00149916	00319256	00703389
Date of Birth/Age	06-05-1956 / 67 years	23-05-1972/ 51 years	30-10-1973 / 50 years
Date of first Appointment	17-05-1995	30-01-2010	20-01-2014
Nationality	Indian	Indian	Indian
Qualification	Commerce Graduate from University of Calcutta	MBA from Harvard Business School, USA	MBA (International Marketing) from University of Wales, College of Cardiff, UK; Diploma in Finance and Marketing
Nature of expertise in specific functional area	Extensive knowledge and experience/supervises production factory operations, procurement.	Extensive knowledge and experience / supervises marketing, brand development, R&D and Market Research.	Extensive knowledge and experience in International Marketing and Brand Development.
Terms and Conditions of Appointment / Re-appointment	Appointed as Whole time director for a period of 4 years from 01-04-2022 to 31-03-2026	reappointed as Whole time director for a period of 5 years from 30-01-2020 to 29-01-2025	Was appointed as Whole time director for a period of 5 years from 20-01-2019 to 19-01-2024. Being reappointed as Whole time director for a further period of 5 years from 20-01-2024 to 19-01-2029. Other details as provided in Explanatory Statement to Resolution No. 4
Details of remuneration sought to be paid	As per Explanatory Statement		
Last drawn remuneration	Rs. 180.90 lacs during FY 2022-23	Rs.159.24 lacs during FY 2022-23	Rs. 159.24 lacs during FY 2022-23
Directorship in Companies	1. Emami Limited 2. Suraj Finvest Private Limited 3. Emami Education and Research Foundation	1. Emami Limited 2. Emami Group of Companies Pvt Ltd 3. CRI Limited 4. Aviro Vyapar Private Limited 5. Aviro Vanijya Pvt. Ltd 6. Aviro Writing Instruments Pvt Ltd	1. Emami Limited 2. Emami Group of Companies Pvt Ltd 3. Raviraj Viniyog Pvt Ltd 4. YPO Calcutta
Chairman/Member in the Committees of the Boards of companies	Emami Limited Chairman: 1. Corporate Social Responsibility Committee Member: 1. Finance Committee 2. Risk Management Committee	Emami Limited Member: 1. Corporate Social Responsibility Committee 2. Share Transfer Committee 3. Finance Committee 4. Risk Management Committee	Emami Limited Member: 1. Stakeholders Relationship Committee 2. Corporate Social Responsibility Committee
Listed entities from which the Director has resigned in the past three years	None	None	None
Number of shares held in the Company	1,14,300	1,51,04,702	1,90,000
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	Brother of Shri R. S. Goenka	Daughter of Shri R. S. Agarwal and Sister of Shri H. V. Agarwal & Shri A. V. Agarwal	None
Number of meetings of the Board attended during the Financial Year 2023-24	3 out of 3	3 out of 3	3 out of 3



General information and instructions relating to e-voting

A. VOTING THROUGH ELECTRONIC MEANS

a) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9:00 a.m (IST) on Friday, 15 th December, 2023	Up to 5:00 p.m. (IST) on Saturday, 13 th January, 2024

b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date, i.e., Friday, 8th December, 2023 only shall be entitled to avail the facility of remote e-voting at the Meeting.

c) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

d) Demat account holders can now cast their votes electronically by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

e) The details of the process and manner for remote e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>The URL for users to login to Easi/Easiest are: https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page or click on: https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will</p>



	<p>be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period .</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forgot User ID” and “Forgot Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542/43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

f) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

(i) The members should log on to the e-voting website <https://www.evotingindia.com>

(ii) Click on “Shareholders” module

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user, follow the steps given below:



	For Members holding shares in Demat Form and Physical Form - other than Individual Members
PAN	<ul style="list-style-type: none">• Enter your 10-digit alphanumeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.• If both the details are not recorded with the depository or company, please enter member id / folio number in the Dividend Bank details field as mentioned in instruction (iii)

- (vii) After entering these details appropriately, click on “SUBMIT” tab
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for EMAMI LIMITED to vote
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, as it is not permissible to modify your vote
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- (xvi) Additional Facility for Non-Individual Members and Custodians – for Remote E-Voting:
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “CORPORATES” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at scrutinizermkb@gmail.com and to the Company investors@emamigroup.com or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the company at mdpldc@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.